

Exhibit 1

Stipulation

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: : X
GIBSON BRANDS, INC., *et al.*¹ : Chapter 11
Debtors. :
: Case No. 18-11025 (CSS)
: Jointly Administered
: Re: Docket No. 842, 872
: :
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STIPULATION REGARDING DEFINITION OF "PROFIT INTERESTS"

This stipulation (this “**Stipulation**”), dated October 16, 2018, is entered into by and between the Debtors,² the Ad Hoc Committee of Secured Notes, GSO, Philips, the Supporting Principals and the Committee.

WHEREAS, on October 4, 2018, the Court entered the Findings of Fact, Conclusions of Law, and Order Confirming the Debtors’ Fifth Amended Joint Chapter 11 Plan of Reorganization [Docket No. 872] (the “**Confirmation Order**”).

WHEREAS, the Debtors anticipate that the Effective Date of the Plan will occur on or around October 31, 2018.

WHEREAS, the Plan provides that certain parties are to receive Profits Interests in TEAC Shares, which are defined as follows under Article I.B.166 of the Plan:

“Profits Interest” means a derivative economic interest in the proceeds of a number of TEAC Shares calculated by dividing (x) the aggregate dollar amount, as applicable, of Profits Interests to which either (i) Class 6 Claims, (ii) Class 7 Claims, or (iii) Mr. Juszkiec, respectively, are

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Gibson Brands, Inc. (4520); Cakewalk, Inc. (2455); Consolidated Musical Instruments, LLC (4695); Gibson Café & Gallery, LLC (0434); Gibson International Sales LLC (1754); Gibson Pro Audio Corp. (3042); Neat Audio Acquisition Corp. (3784); Gibson Innovations USA, Inc. (4620); Gibson Holdings, Inc. (8455); Baldwin Piano, Inc. (0371); Wurlitzer Corp. (0031); and Gibson Europe B.V. (Foreign). The Debtors’ corporate headquarters is located at 309 Plus Park Blvd., Nashville, TN 37217.

² Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Debtors’ Fifth Amended Joint Chapter 11 Plan of Reorganization [Docket No. 842] (the “Plan”).

entitled to receive under the Plan Documents or the Management Employment and Consulting Agreements (as applicable) by (y) 0.3154, which corresponds to the trading price of a single TEAC Share on the Tokyo Stock Exchange as of the close of business on August 30, 2018 (JPY35.00), translated into U.S. dollars at the spot rate of exchange prevailing at the close of business on August 30, 2018 (110.9800 USD/JPY), as published by Bloomberg.”

WHEREAS, on October 1, 2018, TEAC Corporation effectuated a 10:1 reverse stock split.

WHEREAS, pursuant to Article XIII.D, the Debtors propose to amend the Plan to maintain the economics of the Plan as approved in the Confirmation Order and clarify the effect of TEAC Corporation’s reverse stock split.

NOW THEREFORE, the Debtors, the Ad Hoc Committee of Secured Notes, GSO, Philips, the Supporting Principals and the Committee, stipulate and agree as follows:

1. Article I.B.166 of the Plan shall be amended as follows (added language underlined):

“Profits Interest” means a derivative economic interest in the proceeds of a number of TEAC Shares calculated by dividing (x) the aggregate dollar amount, as applicable, of Profits Interests to which either (i) Class 6 Claims, (ii) Class 7 Claims, or (iii) Mr. Juszkiec, respectively, are entitled to receive under the Plan Documents or the Management Employment and Consulting Agreements (as applicable) by (y) 0.3154, which corresponds to the trading price of a single TEAC Share on the Tokyo Stock Exchange as of the close of business on August 30, 2018 (JPY35.00), translated into U.S. dollars at the spot rate of exchange prevailing at the close of business on August 30, 2018 (110.9800 USD/JPY), as published by Bloomberg, which number of shares (in each case) shall be divided by ten to account for the 10:1 reverse stock split effectuated by TEAC Corp. on October 1, 2018.”

2. Article V.Y of the Plan shall be amended to add the following language at the end of the second paragraph of that section:

If TEAC Corporation effectuates any reverse stock split of the TEAC Shares (other than the reverse stock split addressed in the definition of “Profits Interest”), the number of TEAC Shares in which such Profits Interests shall have a derivative economic interest shall be proportionately decreased, which adjustment shall become effective when such reverse stock split of the TEAC Shares becomes effective.

3. The Court shall retain exclusive jurisdiction to resolve any dispute arising from or related to the interpretation or enforcement of this Stipulation.

Dated: October 16, 2018
Wilmington, Delaware

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